

RECORDATION NO. 23493-H FILED

MAR 22 '12 -9 4 5 AM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A. LESTER

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, DC  
20036  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

March 22, 2012

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release, dated as of March 22, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease of Railroad Equipment, as supplemented, previously filed with the Board under Recordation Numbers 23493 and 23493-E.

The names and addresses of the parties to the enclosed document are:

Lessor: GIE Finliner Simoun  
16, rue de Hanovre  
75002 Paris  
France

Lessee: National Railroad Passenger Corporation  
10 G Street, NE  
Washington, DC 20002

Chief, Section of Administration

March 22, 2012

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A description of the railroad equipment covered by the enclosed document is:

1 locomotive AMTK 664 and High Speed Trainset Number 12 consisting of 8 railcars AMTK 2006, 2037, 3209, 3516, 3528, 3538, 3319 and 3410.

A short summary of the document to appear in the index is:

Termination and Release.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to be 'E. M. Luria', written in a cursive style.

✓ Edward M. Luria

EML/sem  
Enclosures

TERMINATION AND RELEASE  
CRÉDIT-BAIL

MAR 22 '12 -9 4 5 AM

## SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of March 22, 2012 (this "*Termination*") is between GIE FINLINER SIMOUN, a *groupement d'intérêt économique* organized under the laws of France, having its registered office (*siège social*) at 16, rue de Hanovre, 75002 Paris, France, registered under identification number 432 184 638 RCS Paris (in such capacity, the "*Lessor*") and NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("*Amtrak*").

WITNESSETH:

WHEREAS, Lessor and Amtrak have entered into (i) that certain Crédit-Bail Agreement, dated September 25, 2000, (ii) that certain Lease Supplement dated April 20, 2001, and (iii) that certain Lease Supplement No. 2 dated May 17, 2001 (collectively, as amended, supplemented and modified, the "*Lease*");

WHEREAS, Lessor and Amtrak have entered into (i) that certain Memorandum of Lease of Railroad Equipment, dated May 23, 2001, which was filed and recorded on May 23, 2001 at 9:58 a.m. with the Surface Transportation Board and has been assigned Recordation Number 23493, and (ii) that certain Supplement No. 2 to Memorandum of Lease of Railroad equipment, dated June 28, 2001, which was filed and recorded on June 28, 2001 at 12:12 p.m. with the Surface Transportation Board and assigned Recordation Number 23493-E which evidence that the railcars described on Annex A hereto (the "*Units*") are subject to the Lease; and

WHEREAS, on the date hereof, Lessor and Amtrak have made arrangements satisfactory to each of them to terminate the Lease.

NOW, THEREFORE, Lessor and Amtrak agree as follows:

Section 1. Termination of the Lease and Release of the Units. The Lease is hereby terminated, and all right, title and interest of Lessor in and to the Units arising from and through the Lease is hereby terminated and released.

Section 2. Further Assurances. Lessor hereby agrees to execute and deliver to Amtrak such additional instruments, notices, or releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Termination.

Section 3. Representations and Warranties. Each of Lessor and Amtrak represents and warrants that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. Lessor has full authority to terminate and release all of its right, title and interest in and to the Lease and to the Units.

Section 4. Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement.

IN WITNESS WHEREOF, each of Lessor and Amtrak has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

GIE FINLINER SIMOUN

By:



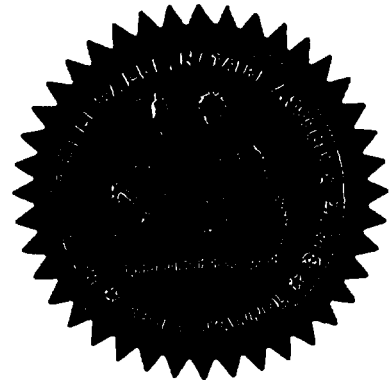
Name: Vincent GUERBÉ

Title:

Address: 16, rue de Hanovre,  
75002 Paris, France

Bon pour légalisation/matérielle  
par le notaire à Paris, soussigné  
de la signature de M. r....  
Vincent Guerbé

Benoit DELESALLE



IN WITNESS WHEREOF, each of Lessor and Amtrak has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER  
CORPORATION

By: Dale M. Stein  
Name: Dale M. Stein  
Title: Treasurer

DISTRICT OF COLUMBIA

)  
) ss.:  
)

On this 19th day of March, 2012, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]

Notary Public

My Commission Expires: February 28, 2017



*Credit Bail Termination and Release  
(GIE Finliner Simoun)*

**DESCRIPTION OF UNITS**

<b>Description</b>	<b>Amtrak Equipment Numbers</b>
One (1) Dual Cab High Horse Power Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 664
High Speed Trainset Number 12 manufactured by Bombardier Corporation and Alstom Transportation Inc. consisting of	
Two (2) Power Cars	AMTK 2037 AMTK 2006
One (1) First Class Car	AMTK 3209
Three (3) Coach Cars	AMTK 3516 AMTK 3528 AMTK 3538
One (1) Bistro Car	AMTK 3319
One (1) End Coach Car	AMTK 3410

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated. 3/22/12

Edward M Luria  
Edward M. Luria